14. Savings Clause. Whenever possible, each provision of this Agreement and the Note will be interpreted in such a manner as to be effective and valid under applicable law. If any such provision shall be prohibited or invalid under applicable law, such provision shall be ineffective to the extent of such prohibition or invalidity without invalidating the remainder of such provision or the remaining provisions of this Agreement or the Note.

15. Modification and Amendment. Neither this Agreement nor the Note may be modified or amended except by a writing against which such modification or amendment is asserted.

16. Entire Agreement. This Agreement and the Note contain the entire agreement between the parties with respect to the subject matter hereof, and all prior and contemporaneous agreements and understandings are merged herein and superseded hereby.

17. Counterparts. This Agreement may be executed in one or more counterparts, each of which shall be deemed to be an original but all of which together shall constitute a single agreement.

18. Governing Law. This Agreement shall be governed by the law of the State of California.

IN WITNESS WHEREOF, the parties have executed and delivered this Agreement as of the date first set forth above.

THE ENDSWELL FOUNDATION

By: _____

Its: _____

THE POINT FOUNDATION

By: _____

Its: Vice President

By: _____

Its: President